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中國航空科技工業股份有限公司
AviChina Industry & Technology Company Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2357)

VOTING RESULTS OF AGM

The Board is pleased to announce that the AGM was held by the Company on Friday, 13 June 2014 and all the resolutions set out in the AGM Notice were considered and approved.

Reference is made to the circular (the “**Circular**”) of AviChina Industry & Technology Company Limited (the “**Company**”) dated 16 April 2014 and the notice (the “**AGM Notice**”) of 2013 Annual General Meeting (the “**AGM**”) dated 16 April 2014. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as ascribed to them in the Circular and the AGM Notice.

The board of directors (the “**Board**”) of the Company is pleased to announce that the AGM was held by the Company at 9:00 a.m. on Friday, 13 June 2014 at Avic Hotel, No. 10 Yi, Central East Third Ring Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) during which all the resolutions set out in the AGM Notice were duly passed. As at the date of AGM, a total of 5,474, 429,167 shares of the Company were in issue, of which 2,806,088,233 shares (representing approximately 51.26% of the total number of issued shares of the Company) were held by Aviation Industry Corporation of China.

For ordinary resolutions numbered 1 to 6 and special resolution numbered 8 as set out in the AGM Notice (the “**Resolutions**”), the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM was 5,474,429,167. There were no shares of the Company entitling the holder to attend and vote only against the Resolutions at the AGM. The Shareholders in attendance either in person or by proxy at the AGM represented 3,832,517,953 shares of the Company carrying voting rights, or 70.01% of the total number of shares of the Company carrying voting rights for the Resolutions.

The AGM was legally and validly convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

At the AGM, the following resolutions were considered and approved by way of poll:

Number	Resolutions	Number of shares (Approximate)	
		For	Against
Ordinary Resolutions			
1.	The resolution relating to the Report of the Board of the Company for the year ended 31 December 2013.	3,827,853,953 (100%)	0 (0%)
2.	The resolution relating to the Report of the Supervisory Committee of the Company for the year ended 31 December 2013.	3,827,853,953 (100%)	0 (0%)
3.	The resolution relating to the audited financial statements of the Company for the year ended 31 December 2013.	3,827,853,953 (100%)	0 (0%)
4.	The resolution relating to the profit distribution plan (including distribution of 2013 final dividend) of the Company for the year ended 31 December 2013.	3,827,853,953 (100%)	0 (0%)
5.	The resolution relating to the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP, as the international and domestic auditors of the Company for the financial year 2014, respectively and to determine their remuneration.	3,827,853,953 (100%)	0 (0%)
6.	The resolution relating to the appointment of Mr. Liu		

	Renhuai as an independent non-executive Director of the Company with a term of office commencing from the date on which the proposed appointment has been approved at the AGM until the date on which the resolution relating to the re-election of the Board will be considered at the AGM to be convened in 2015, the determination of his remuneration as RMB170,000 per annum (pre-tax), and the grant of an authorization to any executive Director of the Company to sign the relevant service contract on behalf of the Company with him.	3,826,257,953 (99.96%)	1,596,000(0.04%)
7.	The resolution(s) to be proposed at the AGM by Shareholders holding 3% or more of the total number of the Company's shares carrying voting rights, if any, by way of ordinary resolution(s).	N/A	N/A
Special Resolution(s)			
8.	<p>To consider, and if thought fit, pass the following resolution on the proposed General Mandate to issue Shares:</p> <p>“THAT:</p> <p>(1) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to issue, allot and/or deal with additional shares in the capital of the Company (whether Domestic Shares or H Shares), and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:</p> <p style="padding-left: 40px;">(a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;</p> <p style="padding-left: 40px;">(b) the aggregate nominal amount of the Domestic Shares and/or the H Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board other than pursuant to the share option scheme (if any) adopted by the Company for the grant or issue of shares of the Company, shall not exceed:</p> <p style="padding-left: 80px;">i. 20 percent of the aggregate nominal amount of the Domestic Shares in issue; and/or</p>	3,493,720,479 (91.16%)	338,797,474 (8.84%)

	<p>ii. 20 percent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of this resolution; and</p> <p>(c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the People’s Republic of China and the Listing Rules (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities in the People’s Republic of China are obtained; and, for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:</p> <p>i. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or</p> <p>ii. the expiration of the 12-month period following the passing of this resolution; or</p> <p>iii. the date on which the authority granted to the Board set out in this resolution is revoked or varied by a special resolution of the Company in a general meeting.</p> <p>(2) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:</p> <p>(a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);</p> <p>(b) to determine the use of proceeds, and to make all necessary filings and registration with the relevant authorities in the People’s Republic of China, Hong Kong and/or other places and jurisdictions (as appropriate); and</p> <p>(c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association to reflect such increase and to register the</p>		
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	increased capital with the relevant authorities so as to reflect the new capital and/or share capital structure of the Company.”		
9.	The resolution(s) to be proposed at the AGM by Shareholders holding 3% or more of the total number of the Company’s shares carrying voting rights, if any, by way of special resolution(s).	N/A	N/A

The Board confirmed that all the resolutions mentioned above were duly passed. Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company, was appointed as the scrutineer for vote-taking at the AGM.

By Order of the Board
AviChina Industry & Technology Company Limited*
Yan Lingxi
Company Secretary

Beijing, 13 June 2014

As at the date of this announcement, the Board comprises executive directors Mr. Lin Zuoming, Mr. Tan Ruisong and non-executive directors Mr. Gu Huizhong, Mr. Gao Jianshe, Mr. Sheng Mingchuan, Mr. Maurice Savart as well as independent non-executive directors Mr. Guo Chongqing, Mr. Li Xianzong and Mr. Lau Chung Man, Louis.

** For identification purposes only.*